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Counsel to Sprint Nextel Corporation

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
DBSD NORTH AMERICA, INC., <i>et al.</i>,¹	:	Case No. 09-13061 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	
SPRINT NEXTEL CORPORATION,	:	
	:	
Appellants,	:	09 Civ. 10156 (LAK)
	:	
-Against-	:	
	:	
DBSD NORTH AMERICA, INC., <i>et al.</i>,	:	
	:	
Appellees.	:	
-----X	:	

**MOTION OF APPELLANT SPRINT NEXTEL CORPORATION TO MODIFY PAGE
LIMITATIONS FOR APPEAL BRIEFS**

¹ The Debtors in these Chapter 11 cases are: DBSD North America, Inc.; 3421554 Canada Inc.; DBSD Satellite Management, LLC; DBSD Satellite North America Limited; DBSD Satellite Services G.P.; DBSD Satellite Services Limited; DBSD Services Limited; New DBSD Satellite Services G.P.; and SSG UK Limited.

NOW COMES Appellant Sprint Nextel Corporation (“Sprint”), through counsel, and files this motion to modify the page limitations for appeal briefs to be filed in this matter, respectfully showing the Court as follows:

1. This is an appeal of an order entered by the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) confirming the reorganization plan of DBSD North America, Inc. and its affiliates (collectively, the “Debtors”).

2. Pursuant to this Court’s individual practices, principal briefs may not exceed thirty-five pages and reply briefs may not exceed ten pages. Sprint is cognizant of the need for concise briefs and does not intend to submit a brief any longer than is necessary to clearly present the issues to this Court. In this case, however, Sprint does not believe that it will be possible for it to clearly and adequately present all issues to the Court using a page limit of 35 pages.

3. First, the hearing before the Bankruptcy Court to consider whether the reorganization plan should be confirmed took four days to complete. During that time, the Bankruptcy Court heard evidence from multiple witnesses, including three experts who provided valuation testimony.

4. Second, this appeal involves multiple issues. The threshold issue in this appeal is whether there is any legal merit to the theory relied upon by the Bankruptcy Court when it concluded that the reorganization plan complied with the absolute priority rule set forth in 11 U.S.C. § 1129(b)(2)(B)(ii). Even if that theory has legal merit, there are issues regarding whether the Bankruptcy Court applied the correct legal standards to determine whether the facts justified an application of that theory in this case. There is also an issue regarding whether it was

appropriate for the Bankruptcy Court to consider evidence *in camera* even though it prevented Sprint from conducting any cross-examination regarding that evidence.

5. Finally, the amounts at issue in this case are substantial. Sprint filed claims against the Debtors in excess of \$200 million. The Bankruptcy Court found that the value of the Debtors' business ranged from \$492 million to \$692 million, an amount that Sprint believes to be understated due to the errors committed by the Bankruptcy Court.

6. This combination of (i) a lengthy evidentiary record, (ii) multiple issues on appeal, and (iii) substantial amounts at issue will make it extremely difficult for the parties to adequately address the issues within the standard page limitations. Accordingly, Sprint respectfully requests that the Court modify its individual practices for the purposes of this case and apply the page limitations provided by Federal Rule of Bankruptcy Procedure 8010(c). Under that rule, principal briefs shall not exceed 50 pages and reply briefs shall not exceed 25 pages. Even applying the page limits provided by Rule 8010(c), briefs would be shorter than the Bench Decision entered by the Bankruptcy Court, which was 62 pages long.

7. Prior to filing this motion, Sprint notified all appellees of its intent to seek the requested relief. Each of the appellees has informed Sprint that they do not oppose the requested relief.

8. Federal Rule of Bankruptcy Procedure 8011(b) provides that motions for procedural orders in connection with bankruptcy appeals may be acted on at any time without waiting a response thereto and without hearing.

CONCLUSION

WHEREFORE, Sprint respectfully requests that the Court modify the page limitations for appeal briefs to be filed in this matter by entering an order substantially in the form of that attached hereto as Exhibit A and grant such further relief as the Court deems just and appropriate.

Dated: December 15, 2009
New York, New York

Respectfully submitted,

K&L GATES LLP

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Attorneys for Sprint Nextel Corporation

EXHIBIT A**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
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DBSD NORTH AMERICA, INC., <i>et al.</i>, ²	:	Case No. 09-13061 (REG)
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SPRINT NEXTEL CORPORATION,	:	
	:	
Appellants,	:	09 Civ. 10156 (LAK)
	:	
-Against-	:	
	:	
DBSD NORTH AMERICA, INC., <i>et al.</i>,	:	
	:	
Appellees.	:	
-----	X	

**ORDER GRANTING MOTION OF APPELLANT SPRINT NEXTEL CORPORATION
TO MODIFY PAGE LIMITATIONS FOR APPEAL BRIEFS**

This matter came before the Court upon the Motion of Appellant Sprint Nextel Corporation to Modify Page Limitations For Appeal Briefs (the "Motion"), and it appearing to the Court that the relief requested in the Motion is appropriate, it is hereby ORDERED that for the purposes of this appeal the page limitations set forth in Federal Rule of Bankruptcy Procedure 8010 should apply. Accordingly, principal briefs shall not exceed 50 pages, and reply briefs shall not exceed 25 pages.

² The Debtors in these Chapter 11 cases are: DBSD North America, Inc.; 3421554 Canada Inc.; DBSD Satellite Management, LLC; DBSD Satellite North America Limited; DBSD Satellite Services G.P.; DBSD Satellite Services Limited; DBSD Services Limited; New DBSD Satellite Services G.P.; and SSG UK Limited.

New York, New York

Dated: December __, 2009

United States District Court Judge